

.....

71 Franciscan Avenue  
Frankston  
Victoria 3199

# Co-operative Energy Ltd

Minutes of Co-operative Energy Ltd Board Meeting, 25 February 1998, at  
Maritime Union of Australia, 46 Ireland Street, West Melbourne

**Directors Present:** David Griffiths, Graeme Charles, Bill McPherson and  
John Dick

**Others:** Bob Gourley, John Van de Graaf and Vern Hughes. Van De Graaf  
and Hughes left during the meeting

**Apologies:** Tony Gill and Roger Lamb

**Absent:** Ian Pearce

## Minutes

The minutes of the previous meeting were not dealt with.

## Subscriptions

The Secretary reported that the following members had paid their 1997/98  
subscriptions: Graeme Charles, Ian Pearce, David Griffiths and John Van De  
Graaf.

He said that the following members had not paid their subscriptions; Tony  
Gill, Roger Lamb, William McPherson, Southern Energy Co-operative Ltd,  
Peter McPherson, Piccol Community Credit Union, John Dick and Vern  
Hughes.

John Dick paid his subscription at the meeting.

The Secretary said that members who had not paid their subscriptions had  
failed to discharge their obligations to the co-operative and could, therefore,  
be expelled.

He proposed to prepare the necessary special resolutions for expulsions, that  
these would have to be forwarded to the members not less than seven days  
before a meeting and the members would be given an opportunity to be heard  
at the meeting.

### New Rules

The Secretary said that he wanted to prepare new rules as required under the Co-operatives Act 1996. He asked for advice from the Board on options and went through a checklist of issues based on one prepared by the Co-operative Federation of Victoria Ltd.

Issue	Response
Fee for copy of Rules and amount	Yes \$5
Impose fines on members	No
Restrict powers of co-operative	To be clarified by Secretary
Power to accept money on deposit	Yes if can with Secretary clarifying
Primary activity	Group purchasing of energy and energy services
Criteria for active membership	Subscription
Body corporate members	Yes
Qualifications for person representing body corporate	Appointed representative
Minimum number of shares	1
Bankrupts to remain members	Secretary to clarify
Entrance/periodic fees	Subscription
Members dealing with co-op	Voluntary
Nominal value of shares	\$10
Shares fully or partly paid and minimum paid up	Fully paid
Different classes of share	No
Transfer fee on transfer of shares or debentures	No
Charge duplicate share certificate	Yes \$5
Compulsory acquire shares from members	Yes
Compulsory require members to lend money	No
Capacity issue bonus shares from asset revaluation	Yes
Capacity purchase share at request of member	Yes
Quorum at general meeting	5
Percentage of members requisitioning general meeting	20%
Proxy voting	Yes
Postal ballot decisions other than special postal ballots	Yes



Another form of decision making	Yes
Chairperson second vote	No
Directors	5
Procedure electing directors	AGM
Board fill casual vacancy	Yes
Independent directors	No
Term of office of directors	Three years
Retirement of directors	Rotation by year of election
Qualification for director	Same as for members
Quorum board meetings	3
Ability to appoint deputy directors	Yes
Capacity delegate board's functions to committee	Yes
Vacating director additional to Act requirements	No
Sign official documents	Two directors
Capacity directors to receive fees	Yes
Surplus to members and basis	Yes rebates on business done
Percentage of surplus funds charitable purpose and any other activity approved by members	Yes
Allocate part surplus to education	Yes
Allocate surplus to person not a member	No
Financial year end	30/9
Capacity to indemnify existing and ex-directors	No
Sign common seal	Chairman
Plan offices in other states	No
Official seal use interstate	No

### Documents

The Secretary tabled copies of the following documents for directors and members present:

- Electric Reliability Panel Reliable Power: Renewing the North American Electric Reliability Oversight System, 22 December 1997
- Into the Dark The Press On-Line, New Zealand, 24 February 1998
- Puzzling Advertising, Southern Energy Co-operative Ltd query to Office of Regulator-General, Victoria 23 February 1998
- Co-operatives and Social Change, David Griffiths, Co-operative Federation of Victoria Ltd, Paper presented to 4<sup>th</sup> National

**Conference of the Australian Association for Social Research,  
Australian Catholic University, Ballarat, Victoria, 5 – 8 February 1998**

**Reichstein Foundation**

The Secretary reported that a Co-operative Federation of Victoria Ltd application to the Reichstein Foundation for a \$3000 grant had been successful. He said the grant had been to reprint extra copies of the Co-opEnergy Information Kit and the Opportunities for Co-operatives

He suggested it would also be an opportunity to review and update the content of either publication

**Meetings**

The Secretary said he was concerned that the Board had not been meeting for the legislative required minimum of every three months and he suggested a minimum schedule of three monthly meetings should be established.

**Co-opEnergy**

The Secretary reported on three issues:

- Purchasing Victoria Co-operative Ltd
- Rural Industries Co-operative Ltd
- Aged Care Victoria

**Purchasing Victoria Co-operative Ltd:** The Secretary reported that Purchasing Victoria had accepted a proposal from Co-operative Energy Ltd that it should tender for the provision of energy management services. He said a formal proposal had been submitted to Purchasing Victoria on 28 January 1998 and that the tender was advertised on 17 February 1998 with a closing date of 18 March 1998. It was agreed that Graeme Charles would contact Purchasing Victoria regarding quality assurance requirements and whether or not this would preclude us submitting a tender.

**Rural Industries Co-operative Ltd.** The Secretary said that he had been contacted by the co-operative on 6 January 1998 and that there had been a meeting on 30 January 1998 attended by himself and John Van De Graaf. He said that a formal proposal had been submitted to the co-operative on 30 January 1998 for the preparation of a report on the options and strategies for the supply of electricity to its members.

**Aged Care Victoria.** The Secretary reported that there had been ongoing discussions with Aged Care Victoria regarding the Co-opEnergy Purchasing Group. He said that Aged Care Victoria had approximately 400 members



and that member meetings had been attended at Bendigo (6 February 1998), Wangaratta (12 February 1998), Baxter (19 February 1998), North Balwyn (24 February 1998) and Nhill (25 February 1998). He said that approximately 240 people had attended the meetings and copies of the Co-opEnergy Information Kit (128) and the Office of the Regulator-General, Victoria, brochures (530) had been distributed. A formal service and fee proposal had been submitted to Mr. Peter Bunworth, the Chief Executive Officer of Aged Care Victoria, on 18 February 1998. He said that he and Graeme Charles had met with Bruce Watson, Uniting Church, Community Services and Aged Services Division on 24 February 1998. He also reported that on 17 February 1998 he had met with Sharon D'Rozario, Manager, Association Services, Victorian Bush Nursing Association.

The Secretary noted that new member John Van De Graaf had made an important and time-consuming contribution to these efforts and that Graeme had attended all the Aged Care Victoria meetings with the exception of Bendigo which had also been attended by himself and John.

### **Election of Directors**

David Griffiths and Ian Pearce retired. David Griffiths re-nominated.

1. Resolved that David Griffiths be declared elected.

Next Meeting: 11.00 am, 11 March 1998, Maritime Union of Australia, 46 Ireland Street, West Melbourne.